

Applicant's Account No. _____

USCB FILE 806 (Rev. 8/72)

Filing Fee \$40

AR 2

Articles of
Amendment—
Domestic Business Corporations

86591452

629,585
COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE
CORPORATION BUREAUFiled this OCT 7 1986 day of _____, A.D. 19Commonwealth of Pennsylvania
Department of State*Robert W. Gleason Jr.*

Secretary of the Commonwealth

In compliance with the requirements of Article VIII of the Business Corporation Law approved the 5th day of May, 1933, P.L. 364, as amended, the undersigned corporation, COLT INDUSTRIES INC, desiring to amend its Articles, hereby certifies under its corporate seal that:

1. The name of the Company is COLT INDUSTRIES INC, and its registered office is located at c/o CT Corporation System, Oliver Building, Mellon Square, City of Pittsburgh, Pennsylvania 15222, County of Allegheny.

2. The Company was incorporated on March 10, 1976, under the Act of the General Assembly of the Commonwealth of Pennsylvania approved May 5, 1933 (P.L. 364), as amended.

3. The meeting of the shareholders of the Company at which the amendments set forth below were adopted was held on September 29, 1986, at 9:00 A.M., local time, at The Westin Hotel, O'Hare, 6100 River Road, Rosemont, Illinois, pursuant to written notice mailed on September 5, 1986.

4. On August 29, 1986, the record date for the determination of the holders of Common Stock of the Company entitled to vote at the meeting of the shareholders of the Company at which the amendments were adopted:

(a) The total number of shares of capital stock of the Company outstanding was 19,417,559 shares of Common Stock of the Company. Each of the outstanding shares of Common Stock was entitled to vote on the amendments.

(b) Approval of the amendments required the affirmative vote of a majority of the outstanding shares of the Company's Common Stock.

5. In the action taken by the shareholders, the numbers of shares voted in favor of and against the amendments were: 16,057,635 voted in favor and 313,225 voted against.

6. The amendments adopted by the shareholders, set forth in full, are as follows:

RESOLVED, that the Company's Articles of Incorporation shall be amended as follows:

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1. Section 4.1 of Article FOURTH of the Company's Articles of Incorporation is hereby amended in its entirety to read as follows:

4.1. The aggregate number of shares which the Corporation shall have authority to issue is 110,000,000, of which 10,000,000 shares shall be Preferred Stock, par value \$1.00 per share, issuable in one or more series, and 100,000,000 shares shall be Common Stock, par value \$0.10 per share.

A description of each such class of shares and a statement of the authority hereby vested in the Board of Directors of the Corporation to divide the Preferred Stock into series and to fix and determine the designations, preferences, voting rights, qualifications, privileges, limitations, options, conversion rights, restrictions and other special or relative rights to be granted to or imposed upon the shares of each class and series are set forth in the following Sections of this Article FOURTH.

2. A new Section 4.5 shall be added to Article FOURTH of the Company's Articles of Incorporation and shall read in its entirety as follows:

4.5. Section 910 of the Pennsylvania Business Corporation Law (the "Pa. B.C.L.") shall not be applicable to the Corporation with respect to the acquisition or possession of voting power over voting shares by the Corporation's Retirement Savings Plan for Salaried Employees (the "Plan"), or with respect to any future acquisition or possession of voting power over voting shares by the Plan or by any other plan which may be maintained by the Corporation for the benefit of any of its employees. Section 910 of the Pa. B.C.L. shall continue to be applicable to the Corporation, however, with respect to any other "control transaction" as defined in Section 910 of the Pa. B.C.L., regardless of whether the Plan or any such other plan is deemed not to be a "controlling person" by reason of Section 910 of the Pa. B.C.L. As used herein references to Section 910 of the Pa. B.C.L. shall be construed to refer to any successor provision of the Pa. B.C.L. or other applicable law.

3. Effective upon the filing of articles of amendment with the Department of State of the Commonwealth of Pennsylvania to effectuate the foregoing amendments set forth in the articles of amendment of which this amendment is a part (the "Effective Time"):

(a) Each share of common stock, par value \$1 per share, of the Corporation outstanding immediately prior to the Effective Time shall, without any action on the part of the holder thereof, be reclassified as, and converted into, (i) one fully paid and nonassessable share of the common stock, par value \$0.10 per share, of the Corporation (the "New Shares") and (ii) one one-hundredth of a fully paid and nonassessable share of Series B Participating Preferred Stock, par value \$1 per share, of the Corporation; and

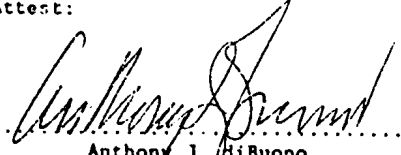
(b) Each one one-hundredth of a share of Series A Participating Preferred Stock, par value \$1 per share, of the Corporation outstanding immediately prior to the Effective Time shall, without any action on the part of the holder thereof, be reclassified as, and converted into, one New Share plus an additional number of New Shares equal to the quotient of \$85.00 divided by the median of the closing sales prices of the New Shares as reported on the New York Stock Exchange Composite Tape for the 15 trading days following the date on which the Effective Time occurs.

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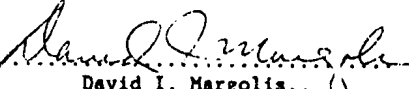
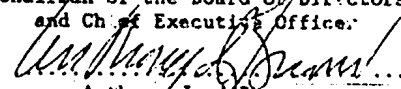
IN WITNESS WHEREOF, Colt Industries Inc has caused these Articles of Amendment to be executed under its corporate seal by its Chairman of the Board and its Secretary, this 29th day of September, 1986.

[Corporate Seal]

Attest:


.....
Anthony J. diBuono,
Secretary

COLT INDUSTRIES INC

by 
David I. Margolis,
Chairman of the Board of Directors
and Chief Executive Officer
by 
Anthony J. diBuono,
Secretary.

Commonwealth of Pennsylvania

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Department of State

To All to Whom These Presents Shall Come, Greeting:

Whereas, In and by Article VIII of the Business Corporation Law, approved the fifth day of May, Anno Domini one thousand nine hundred and thirty-three, P. L. 364, as amended, the Department of State is authorized and required to issue a

CERTIFICATE OF AMENDMENT

evidencing the amendment of the Articles of Incorporation of a business corporation organized under or subject to the provisions of that Law, and

Whereas, The stipulations and conditions of that Law pertaining to the amendment of Articles of Incorporation have been fully complied with by

COLT INDUSTRIES INC

Therefore, Know Ye, That subject to the Constitution of this Commonwealth and under the authority of the Business Corporation Law, I do by these presents, which I have caused to be sealed with the Great Seal of the Commonwealth, extend the rights and powers of the corporation named above, in accordance with the terms and provisions of the Articles of Amendment presented by it to the Department of State, with full power and authority to use and enjoy such rights and powers, subject to all the provisions and restrictions of the Business Corporation Law and all other applicable laws of this Commonwealth.

Given under my Hand and the Great Seal of the Commonwealth, at the City of Harrisburg, this 7th day of October in the year of our Lord one thousand nine hundred and eighty-six and of the Commonwealth the two hundred eleventh.

A handwritten signature in cursive script, likely belonging to the Secretary of the Commonwealth.

Secretary of the Commonwealth